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December 28, 2006

VIA ELECTRONIC SUBMISSION

Ms. Marlene H. Dortch Secretary Federal Communications Commission 445 12th St., SW, Room TWB-204 Washington, DC 20554

Re: Notice of Oral Ex Parte Communication
<u>In the Matter of Review of AT&T Inc. and BellSouth Corp.</u>
<u>Application</u>

For Consent to Transfer of Control, WC Docket No. 06-74

Dear Ms. Dortch:

On Wednesday December 27, 2006, I had a telephone conversation with Daniel Gonzalez, FCC Chief of Staff, Michelle Carey, Chairman Martin's Senior Legal Adviser, and Thomas Navin, Chief of the Wireline Competition Bureau. We discussed the ex parte previously filed on Friday October 13, 2006 and the contents therein as well as the objections and additional conditions proposed by merger opponents. We specifically also discussed the contents of the ex parte communication filed separately by me today that was delivered to Legal Advisers for Commissioners Copps and Adelstein. Our discussion was consistent with all of the filings made by AT&T and BellSouth in this proceeding

One electronic copy of this Notice is being submitted to the Secretary of the FCC in accordance with Section 1.1206 of the Commission's rules.

Sincerely,

Robert W. Zuinny.